SEC Wall Mail Processing Section

FORM D

Notice of Exempt Offering of Securities DEC 08 ZUU8

U.S. Securities and Exchange Commission Washington, DC 20549 ington, DC (See instructions beginning on page 5)

OMB Number: 3235-0076 Expires: November 30, 2008 Estimated average burden hours per response: 4.00

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

tem 1. Issuer's Identity			
Name of Issuer	Previous Name(s)	☐ None	Entity Type (Select one)
Metabolic Testing Services, Inc.	Trevious trainie(s)		
Jurisdiction of Incorporation/Organizati	on		Limited Partnership
Delaware		∧ PROC	Limited Liability Company
Year of Incorporation/Organization (Select one)		DEC 1	General Partnership Business Trust Other (Specify)
Over Five Years Ago Within Last Fi	ve Years 2006	et to Be FormTHOMSO	N REUTERS
., .,		for additional less sasts) by att	aching Items 1 and 2 Continuation Page(s).
tem 2. Principal Place of Busine			acting items I and 2 Continuation Page(s).
Street Address 1	55 and Contact Informa	Street Address 2	
1117 Perimeter Center West		Suite W211	
City	State/Province/Country	ZIP/Postal Code	Phone No.
Atlanta	GA	30338	678-636-3060
tem 3. Related Persons			
Last Name	First Name		Middle Name
Woulfin	William		S.
Street Address 1		Street Address 2	
1117 Perimeter Center West		Suite W211	
City	State/Province/Country	ZIP/Postal Code	
Atlanta	GA	30338	
Relationship(s): X Executive Officer	Director Promoter		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Clarification of Response (if Necessary)			
- (
	entify additional related persoi ct one)	ns by checking this box 🔀	and attaching Item 3 Continuation Page(s).
Agriculture		s Services	Construction
Banking and Financial Service	<u> </u>		Construction REITS & Finance
Commercial Banking	$\overline{}$	ctric Utilities	Residential
Insurance		rgy Conservation	Other Real Estate
Investing		l Mining	Retailing
Investment Banking Pooled Investment Fund	<u> </u>	ironmental Services	Restaurants
If selecting this industry group, also	<u> </u>	& Gas er Energy	Technology
type below and answer the question		2.	Computers
Hedge Fund		echnology	Telecommunications
Private Equity Fund	◯ Heal	lth Insurance	Other Technology
Venture Capital Fund	O Hos	pitals & Physcians	Travel Airlines & Airports
Other Investment Fund		maceuticals	·
Is the issuer registered as an in company under the Investmen	nt Company	er Health Care	Lodging & Conventions Tourism & Travel Services
Act of 1940? Yes	B. J.F.	_	Other Travel
Other Banking & Financial Services	Real Esta		Other

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Revenue Range (for issuer not specifying "hed or "other investment" fund in Item 4 above)	specifying "hedge" or "other investment" f	
O No Revenues	OR No Aggregate Net Asset Value	
\$1 - \$1,000,000	\$1 - \$5,000,000	
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	
S5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000	
Over \$100,000,000	Over \$100,000,000	
O Decline to Disclose	O Decline to Disclose	
Not Applicable	O Not Applicable	
em 6. Federal Exemptions and Exclusions	Claimed (Select all that apply)	
	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1) Section 3(c)((9)
Rule 504(b)(1)(i)	Section 3(c)(2) Section 3(c)((10)
Rule 504(b)(1)(ii)	Section 3(c)(3) Section 3(c)((11)
Rule 504(b)(1)(iii)	Section 3(c)(4) Section 3(c)	(12)
Rule 505	Section 3(c)(5) Section 3(c)	(13)
Rule 506	Section 3(c)(6) Section 3(c)(14)
Securities Act Section 4(6)	Section 3(c)(7)	,
am 7 Tune of Eiling		

****	dment	·
New Notice OR Amend		
New Notice OR Amendate of First Sale in this Offering: November 17, 20		
New Notice OR Amendate of First Sale in this Offering: November 17, 20	ON First Sale Yet to Occur	
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New Notice OR Amendate of First Sale in this Offering: November 17, 20 em 8. Duration of Offering Does the issuer intend this offering to last more	ON First Sale Yet to Occur	
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New Notice OR Amendate of First Sale in this Offering: November 17, 20 em 8. Duration of Offering Does the issuer intend this offering to last more em 9. Type(s) of Securities Offered (Security Debt	ON First Sale Yet to Occur than one year? Yes No lect all that apply) Pooled Investment Fund Interests	
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Item 11. Minimum Investment				
Minimum investment accepted from a	any outside investor	\$ 25,000.00		
Item 12. Sales Compensation				
Recipient	44	Recipient CRD Number		
				☐ No CRD Number
(Associated) Broker or Dealer	None	(Associated) Broker or De	aler CRD Nu	imber
				No CRD Number
Street Address 1		Street Address 2		
			<u> </u>	
City	State/Provin	nce/Country ZIP/Postal Co	de	
Old All States				
States of Solicitation All States			(Tink)	TEAS THE TOTAL
□ IL □ IN □ IA □ KS	∏KY ∏LA	ME MD MA	MI	□MN □MS □MO
		MAN SV TIME (TIME):		
RI SC SD TN	тх ∪т	□VT □VA □WA	_ □ w	□WI □WY □PR
(Identify additional pers		sation by checking this box] and attach	ning Item 12 Continuation Page(s).
Rem 13. Offering and Sales A	inounts			
(a) Total Offering Amount	\$ 2,000,000.00		OR	Indefinite
(b) Total Amount Sold	\$ 1,520,001.00	• ·		
(c) Total Remaining to be Sold (Subtract (a) from (b))	\$ 479,999.00		OR	☐ Indefinite
Clarification of Response (if Necessary)				
Item 14. Investors				
Check this box if securities in the or number of such non-accredited invest			qualify as ac	credited investors, and enter the
Enter the total number of investors w	no already have invested i	n the offering: 6		
Item 15. Sales Commissions a	and Finders' Fees E	Expenses		
Provide separately the amounts of sale check the box next to the amount.	es commissions and finder	s' fees expenses, if any. If an a	mount is no	ot known, provide an estimate and
		Sales Commissions \$ 0.00		Estimate
Clarification of Response (if Necessary)		Finders' Fees \$ 0.00		Estimate

FORM D

number.

U.S. Securities and Exchange Commission

Washington, DC 20549

Clarification of Response (if Necessary) Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice. Terms of Submission. In Submitting this notice, each identified issuer is: Notifying the SEC and/or each State in which this notice is filled of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees. Inrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which this issuer maintains its principal place of business and any State in which this notice is filled, as its agents for service of process, and agreeing that seep persons may accept service on the State in which the issuer many place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (b) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or inflex, upon the provisions of (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed. Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii). *This undertaking does not affect any limits Section 102(a) of the National Securities Markets improvement Act of 1996 ("NSMA") problem of the materials and or this undertaking or chewike and carrequire offering materials only to this Form D are 'covered securities' for purposes of NSMA, whether in all licensices or due to the actuary of the offering materials only	Item 16. Use of Proceeds		
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Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice. Terms of Submission. In Submitting this notice, each identified issuer is: Notifying the SEC and/or each State In which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.* Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mall, in any Federal or state action, administrative proceeding, or arbitration brought against the Issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration brought against the Issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration horought against the Issuer in any place subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of; (i) the Securities Exhapse Act of 1934, the Trust Indenture Act of 1930, the Irrestment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed. Certifying that, if the issuer is claiming a Rule SOS exemption, the Issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii). *This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 (Clarification of Response (if Necessary)		
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Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mall, in any Federal or state action, administrative proceeding, or arbitration brought against the Issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed. Certifying that, if the Issuer Is claiming a Rule 505 exemption, the Issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii). * This undertaking does not affect any limits Section 102(a) of the National Securities Markets improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require information. As a result, if the securities the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that it the subject of this Form D. States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of t		•	*
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against the Issuer in any place subject to the Jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the Issuer maintains its principal place of business or any State in which this notice is filed. Certifying that, if the Issuer is claiming a Rule 505 exemption, the Issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii). * This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) Imposes on the ability of States to require Information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D. States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority. Each Identified Issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and any and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.) Issuer(s) Name of Signer William S. Woulfin Title Chief Executive Officer	process, and agreeing that these persons may accept service	e on its behalf, of any notice, process or pleading,	, and further agreeing that
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undersigned duly authorized person. (Check this box in Item 1 above but not represented by signer below.) Issuer(s) Name of Signer William S. Woulfin Title Chief Executive Officer Date		, ,	
undersigned duly authorized person. (Check this box in Item 1 above but not represented by signer below.) Issuer(s) Name of Signer William S. Woulfin Title Chief Executive Officer Date Date Date			
Issuer(s) Metabolic Testing Services, Inc. Signature Number of continuation pages attached: Name of Signer William S. Woulfin Title Chlef Executive Officer Date	Each identified issuer has read this notice, knows the conten	its to be true, and has duly caused this notice to b	oe signed on its behalf by the
Name of Signer Metabolic Testing Services, Inc. Signature Chief Executive Officer Date Date Date		nd attach Signature Continuation Pages for signa	atures of issuers identified
Metabolic Testing Services, Inc. Signature Chief Executive Officer Date Date Date Date	in Item 1 above but not represented by signer below.)		
Metabolic Testing Services, Inc. Signature Chief Executive Officer Date Date Date Date			
Signature Title Chief Executive Officer Date 15 2 08		Name of Signer	
Chief Executive Officer Number of continuation pages attached: 2	Metabolic Testing Services, Inc.	William S. Woulfin	
Chief Executive Officer Number of continuation pages attached: 2	Signature	Tal.	
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Number of continuation pages attached: 12 2	Willystell	Chief Executive Officer	
15/2/08			Date
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U.S. Securities and Exchange Commission

Washington, DC 20549

Item 3 Continuation Page

Last Name	First Name		Middle Name
Chaudhry	Sundeep		
Street Address 1		Street Address 2	
1117 Perimeter Center West		Suite W211	
lity	State/Province/Country	ZIP/Postal Code	
Atlanta	GA	30338	
Relationship(s): X Executive Officer	□ Director □ Promoter		
Clarification of Response (if Necessary)		<u></u>	
Last Name	First Name		Middle Name
Risoen	Thor		E.
Street Address 1		Street Address 2	
1117 Perimeter Center West		Suite W211	
City	State/Province/Country	ZIP/Postal Code	
Atlanta	GA	30338	
Relationship(s): X Executive Officer	☐ Director ☐ Promoter		
		<u>. </u>	
Clarification of Response (if Necessary)			
		. <u> </u>	
Last Name	First Name		Middle Name
Ellis	David		O
Street Address 1		Street Address 2	
3495 Piedmont Road		Suite 412	
City	State/Province/Country	ZIP/Postal Code	
Atlanta	GA	30305	
Relationship(s): Executive Officer	Director Promoter		
Clarification of Response (if Necessary)	· · · · · · · · · · · · · · · · · · ·		
, [
	_ _ _ -		Middle Name
Last Name	First Name		Middle Name
Last Name Hudson	First Name William	Change Address 2	Middle Name
Last Name Hudson Street Address 1		Street Address 2	
Last Name Hudson Street Address 1 1117 Perimeter Center West	William	Suite W211	
Last Name Hudson Street Address 1 1117 Perimeter Center West City	William State/Province/Country	Suite W211 ZiP/Postal Code	
Last Name Hudson Street Address 1 1117 Perimeter Center West	William	Suite W211	
Last Name Hudson Street Address 1 1117 Perimeter Center West City Atlanta	William State/Province/Country	Suite W211 ZiP/Postal Code 30338	

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Item 3 Continuation Page

Item 3. Related Persons (Continued) Last Name First Name Middle Name Patel Rajesh Street Address 2 Street Address 1 Suite W211 1117 Perimeter Center West State/Province/Country ZIP/Postal Code City 30338 Atlanta X Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Last Name Middle Name First Name Street Address 2 Street Address 1 State/Province/Country ZIP/Postal Code City Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Middle Name Last Name First Name Street Address 2 Street Address 1 State/Province/Country Clty ZIP/Postal Code Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name Middle Name First Name Street Address 2 Street Address 1 State/Province/Country ZIP/Postal Code City Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary)

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(Copy and use additional copies of this page as necessary.)

Form D 9